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For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE CHARLES SEE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1215 120TH AVE. NE

Room/suite

202

City or town, state or province, country, and ZIP or foreign postal code

BELLEVUE, WA 98005

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

J Accounting method:  Cash  Accrual  
( Other (specify) \_\_\_\_\_)

► \$ 1,541,790. (Part I, column (d) must be on cash basis.)

A Employer identification number

95-6038358

B Telephone number

(425) 635-7250

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	36,675.	36,667.		STATEMENT 1
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	55,276.	55,276.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a <del>NOV 2 1914</del>				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	91,951.	91,943.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	STMT 2 227.	114.	113.	
	b Accounting fees	STMT 3 3,350.	1,675.	1,675.	
	c Other professional fees	STMT 4 2,920.	1,460.	1,460.	
	17 Interest				
	18 Taxes	STMT 5 1,322.	284.	38.	
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6 14,761.	14,456.	305.	
	24 Total operating and administrative expenses. Add lines 13 through 23		24,427.	18,913.	4,514.
	25 Contributions, gifts, grants paid		122,500.		122,500.
	26 Total expenses and disbursements. Add lines 24 and 25		146,927.	18,913.	127,014.
	27 Subtract line 26 from line 12:		-54,976.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		73,030.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
1	Cash - non-interest-bearing		2,132.	10,004.
2	Savings and temporary cash investments		63,220.	47,286.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock	STMT 7	791,146.	766,108.
c	Investments - corporate bonds	STMT 8	567,934.	546,058.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ► )			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,424,432.	1,369,456.
				1,541,790.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ► )			
23	Total liabilities (add lines 17 through 22)		0.	0.
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds		0.	0.
28	Paid-in or capital surplus, or land, bldg., and equipment fund		1,517,388.	1,517,388.
29	Retained earnings, accumulated income, endowment, or other funds		-92,956.	-147,932.
30	Total net assets or fund balances		1,424,432.	1,369,456.
31	Total liabilities and net assets/fund balances		1,424,432.	1,369,456.

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,424,432.
2	Enter amount from Part I, line 27a	2	-54,976.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,369,456.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,369,456.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>			P		
<b>b PUBLICLY TRADED SECURITIES</b>			P		
<b>c PUBLICLY TRADED SECURITIES</b>			P		
<b>d LITIGATION SETTLEMENT</b>			P		
<b>e CAPITAL GAINS DIVIDENDS</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)	
a 128,933.		123,064.		5,869.	
b 52,984.		51,843.		1,141.	
c 321,878.		280,938.		40,940.	
d 624.				624.	
e 6,702.				6,702.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				5,869.	
b				1,141.	
c				40,940.	
d				624.	
e				6,702.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	55,276.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	125,636.	1,578,179.	.079608
2011	137,337.	1,666,295.	.082421
2010	128,437.	1,625,665.	.079006
2009	126,714.	1,553,234.	.081581
2008	146,611.	1,886,480.	.077717

2 Total of line 1, column (d)

2 .400333

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .080067

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 1,566,126.

5 Multiply line 4 by line 3

5 125,395.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 730.

7 Add lines 5 and 6

7 126,125.

8 Enter qualifying distributions from Part XII, line 4

8 127,014.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 882.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 882.

8 Enter any **penalty** for underpayment of estimated tax. Check here  if Form 2220 is attached

8

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

9

10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

10

11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ►

152. | Refunded ►

11

0.

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1b X

*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*

1c X

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

*If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

*If "Yes," attach the statement required by General Instruction T.*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*

7 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

WA

WA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

9 X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

10 X

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**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► RHONDA SLATER	Telephone no. ► (425) 451-0780
	Located at ► 1215 120TH AVE NE #202, BELLEVUE, WA	ZIP+4 ► 98005
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15   N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	► 16   Yes No X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	► 1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	► 1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4a	X
	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

► 

5b

N/A

 Yes  No Yes  No

6b

X

 Yes  No

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

►

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	N/A	Expenses
2		
3		
4		

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	Amount
2		
3		
Total. Add lines 1 through 3		0.

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**Part X****Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:

a Average monthly fair market value of securities

b Average of monthly cash balances

c Fair market value of all other assets

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)

1e 0.

1a 1,586,237.

1b 3,739.

1c

1d 1,589,976.

2 Acquisition indebtedness applicable to line 1 assets

2 0.

3 Subtract line 2 from line 1d

3 1,589,976.

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

4 23,850.

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4

5 1,566,126.

6 **Minimum investment return.** Enter 5% of line 5

6 78,306.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ►  and do not complete this part.)

1 Minimum investment return from Part X, line 6

1 78,306.

2a Tax on investment income for 2013 from Part VI, line 5

2a 730.

b Income tax for 2013. (This does not include the tax from Part VI.)

2b

c Add lines 2a and 2b

2c 730.

3 Distributable amount before adjustments. Subtract line 2c from line 1

3 77,576.

4 Recoveries of amounts treated as qualifying distributions

4 0.

5 Add lines 3 and 4

5 77,576.

6 Deduction from distributable amount (see instructions)

6 0.

7 **Distributable amount as adjusted.** Subtract line 6 from line 5. Enter here and on Part XIII, line 1

7 77,576.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:

1a 127,014.

a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26

1b 0.

b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

2

3 Amounts set aside for specific charitable projects that satisfy the:

3a

a Suitability test (prior IRS approval required)

3b

b Cash distribution test (attach the required schedule)

4 127,014.

4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

5

5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

730.

income. Enter 1% of Part I, line 27b

6 126,284.

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section

4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				77,576.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	53,231.			
b From 2009	49,572.			
c From 2010	49,342.			
d From 2011	55,510.			
e From 2012	48,481.			
f Total of lines 3a through e	256,136.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 127,014.			0.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				77,576.
e Remaining amount distributed out of corpus	49,438.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	305,574.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	53,231.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	252,343.			
10 Analysis of line 9:				
a Excess from 2009	49,572.			
b Excess from 2010	49,342.			
c Excess from 2011	55,510.			
d Excess from 2012	48,481.			
e Excess from 2013	49,438.			

**Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9)**

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling  
b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

**Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

## 1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**NONE**

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

## 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 10

- b. The form in which applications should be submitted and information and materials they should include.

- 6 Any submission deadlines:

4. Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
AMERICAN CANCER SOCIETY 14450 NE 29TH PLACE <u>BELLEVUE, WA 98004</u>		501(C)(3)	CHARITABLE	1,000.
COMPASS CENTER 77 SOUTH WASHINGTON STREET <u>SEATTLE, WA 98104</u>		501(C)(3)	CHARITABLE	3,500.
FRED HUTCHINSON CANCER RESEARCH 1100 FAIRVIEW AVE NO. J5-200 <u>SEATTLE, WA 98109</u>		501(C)(3)	CHARITABLE	13,000.
FRIDAY HARBOR FOOD BANK PO BOX 1642 <u>FRIDAY HARBOR, WA 98250</u>		501(C)(3)	CHARITABLE	3,000.
HUCKLEBERRY YOUTH PROGRAM 3310 GEARY BLVD, <u>SAN FRANCISCO, CA 98118</u>		501(C)(3)	CHARITABLE	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 122,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
<b>1</b> Program service revenue:				
a				
b				
c				
d				
e				
f				
<b>g</b> Fees and contracts from government agencies				
<b>2</b> Membership dues and assessments				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities				14 36,675.
<b>5</b> Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
<b>6</b> Net rental income or (loss) from personal property				
<b>7</b> Other investment income				
<b>8</b> Gain or (loss) from sales of assets other than inventory				14 55,276.
<b>9</b> Net income or (loss) from special events				
<b>10</b> Gross profit or (loss) from sales of inventory				
<b>11</b> Other revenue:				
a				
b				
c				
d				
e				
<b>12</b> Subtotal. Add columns (b), (d), and (e)			0.	91,951.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)			13	91,951.
(See worksheet in line 13 instructions to verify calculations.)				

## **Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

**Part XVII** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- a Transfers from the reporting foundation to a noncharitable exempt organization of:**

- (1) Cash  
(2) Other assets  
**b** Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
  - (2) Purchases of assets from a noncharitable exempt organization
  - (3) Rental of facilities, equipment, or other assets
  - (4) Reimbursement arrangements
  - (5) Loans or loan guarantees
  - (6) Performance of services or membership or fundraising solicitation

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

- b. If "Yes" complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign  
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instr.)?

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

SYNTHIA H. BETRIE

Firm's name ► **HELLIAM, VARON & CO., INC., P.S.**

Firm's EIN ► 91-1223179

Firm's address ► 1750 112TH AVENUE NE, SUITE E200  
BELLEVUE WA 98004

Phone no. (425)453-9192

## THE CHARLES SEE FOUNDATION

95-6038358

## Part XV Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JENNIFER BEACH FOUNDATION PO BOX 7036 COVINGTON, WA 98042		501(C)(3)	CHARITABLE	10,000.
MARINE MAMMAL CENTER MARIN HEADLANDS GGNRA SAUSALITO, CA 94965		501(C)(3)	CHARITABLE	2,000.
PARTNERS IN CARE, INC. 2075 NE WYATT COURT BEND, OR 97701		501(C)(3)	CHARITABLE	7,500.
PEDIATRIC INTERIM CARE CENTER 328 4TH AVENUE SO. KENT, WA 98032		501(C)(3)	CHARITABLE	8,500.
PROJECT AVARY 1018 GRAND AVENUE SAN RAFAEL, CA 94901		501(C)(3)	CHARITABLE	3,000.
PROJECT OPEN HAND 2720 17TH STREET SAN FRANCISCO, CA 94110		501(C)(3)	CHARITABLE	1,000.
SALVATION ARMY PO BOX 84818 SEATTLE, WA 98124		501(C)(3)	CHARITABLE	2,000.
SAN JUAN EMT ASSOCIATION PO BOX 1243 FRIDAY HARBOR, WA 98250		501(C)(3)	CHARITABLE	4,000.
SAN JUAN ISLAND FAMILY RESOURCE CENTER PO BOX 1981 FRIDAY HARBOR, WA 98250		501(C)(3)	CHARITABLE	8,000.
SHIELA DAVIDSON MEMORIAL SCHOLARSHIP, YVCC FOUNDATION PO BOX 22520 YAKIMA, WA 98907		501(C)(3)	CHARITABLE	5,000.
<b>Total from continuation sheets</b>				<b>97,000.</b>

## THE CHARLES SEE FOUNDATION

95-6038358

## Part XV | Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SISTERS COMMUNITY CHURCH PO BOX 309 <u>SISTERS, OR 97759</u>		501(C)(3)	CHARITABLE	2,000.
SOPHIA WAY 700 108TH AVE SE #201 <u>BELLEVUE, WA 98004</u>		501(C)(3)	CHARITABLE CHARITABLE	5,000.
TEARS FOUNDATION 9617 181ST STREET CT E <u>PUYALLUP, WA 98375</u>		501(C)(3)	CHARITABLE	2,000.
TEMPLE BETH AM 2632 NE 80TH STREET <u>SEATTLE, WA 98115</u>		501(C)(3)	CHARITABLE	5,000.
UC DAVIS RESEARCH 4625 2ND AVE #1002 <u>SACRAMENTO, CA 98517</u>		501(C)(3)	CHARITABLE	5,000.
UNION GOSPEL MISSION PO BOX 202 <u>SEATTLE, WA 98111</u>		501(C)(3)	CHARITABLE	2,000.
WASHINGTON WOMEN IN NEED 2285 116TH AVENUE NE #100 <u>BELLEVUE, WA 98004</u>		501(C)(3)	CHARITABLE	7,500.
PUGET SOUND BLOOD BANK 921 TERRY AVE <u>SEATTLE, WA 98104</u>		501(C)(3)	CHARITABLE	5,000.
DOMESTIC VIOLENCE AND SEXUAL ASSAULT SERVICES PO BOX 3175 <u>FRIDAY HARBOR, WA 98250</u>		501(C)(3)	CHARITABLE	5,000.
FIFTH AVENUE THEATRE 1308 5TH AVENUE <u>SEATTLE, WA 98101</u>		501(C)(3)	CHARITABLE	2,500.
<b>Total from continuation sheets</b>				

THE CHARLES SEE FOUNDATION

95-6038358

## Part XV. Supplementary Information

### **3 Grants and Contributions Paid During the Year (Continuation)**

**Total from continuation sheets**

323631  
05-01-13

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS - WASHINGTON TRUST BANK	28,622.	0.	28,622.	28,622.	
DIVIDENDS - WASHINGTON TRUST BANK	6,702.	6,702.	0.	0.	
EXEMPT-INTEREST DIVIDENDS	8.	0.	8.	0.	
INTEREST - WASHINGTON TRUST BANK	6,638.	0.	6,638.	6,638.	
INTEREST - WASHINGTON TRUST BANK	1,065.	0.	1,065.	1,065.	
OID - WASHINGTON TRUST BANK	342.	0.	342.	342.	
TO PART I, LINE 4	43,377.	6,702.	36,675.	36,667.	

FORM 990-PF	LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	227.	114.		113.	
TO FM 990-PF, PG 1, LN 16A	227.	114.		113.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION & CONSULTING	3,350.	1,675.		1,675.	
TO FORM 990-PF, PG 1, LN 16B	3,350.	1,675.		1,675.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING	2,920.	1,460.		1,460.
TO FORM 990-PF, PG 1, LN 16C	2,920.	1,460.		1,460.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES AND LICENSES	75.	37.		38.
FOREIGN TAX PAID	247.	247.		0.
FEDERAL INCOME TAX	1,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,322.	284.		38.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	14,055.	14,055.		0.
BANK CHARGES	96.	96.		0.
MISCELLANEOUS	610.	305.		305.
TO FORM 990-PF, PG 1, LN 23	14,761.	14,456.		305.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (STATEMENT A)	766,108.	955,137.
TOTAL TO FORM 990-PF, PART II, LINE 10B	766,108.	955,137.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (STATEMENT A)	546,058.	529,363.
TOTAL TO FORM 990-PF, PART II, LINE 10C	546,058.	529,363.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARRY A. SEE 1215 120TH AVE NE #202 BELLEVUE, WA 98005	PRESIDENT/SECRETARY 2.00	0.	0.	0.
RHONDA SLATER 1215 120TH AVE NE #202 BELLEVUE, WA 98005	ASST SECRETARY 1.00	0.	0.	0.
RICHARD W. SEE 1215 120TH AVE NE #202 BELLEVUE, WA 98005	VICE PRESIDENT 1.00	0.	0.	0.
BRUCE M. PYM 1215 120TH AVE NE #202 BELLEVUE, WA 98005	DIRECTOR 1.00	0.	0.	0.
STEPHEN D. VARON 1215 120TH AVE NE #202 BELLEVUE, WA 98005	DIRECTOR 1.00	0.	0.	0.

THE CHARLES SEE FOUNDATION

95-6038358

MAUREEN SEE  
1215 120TH AVE NE #202  
BELLEVUE, WA 98005

DIRECTOR

1.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

## NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HARRY A. SEE, THE CHARLES SEE FOUNDATION  
1215 120TH AVE NE #202  
BELLEVUE, WA 98005

## TELEPHONE NUMBER

425-451-0780

## FORM AND CONTENT OF APPLICATIONS

SUBMIT LETTER DESCRIBING ORGANIZATION AND INTENDED USE OF FUNDS

## ANY SUBMISSION DEADLINES

SUBMIT PRIOR TO NOV 1. SOME GIFTS ARE MADE EARLIER, BUT FINAL BOARD ACTION FOR THE YEAR OCCURS AROUND NOV. 15.

## RESTRICTIONS AND LIMITATIONS ON AWARDS

GIFTS ARE MADE TO 501(C)(3) ORGANIZATIONS AND ALSO 170(C)(1) STATE AND LOCAL INSTITUTIONS.

**Equities**

Invesco LTD	318.000	11,575.20 7,428.09
Aqr Managed Futures Strategy Cl I #15213	4,441.805	47,038.71 45,139.64
Abbvie Inc Com	206.000	10,878.86 7,219.71
American Tower Corporation	49.000	3,911.18 1,692.45
Apple Inc Com	14.000	7,854.28 1,891.39
Applied Materials Inc Com	392.000	6,930.56 5,345.43
Artisan International Value Fund Class I #1672	616.945	22,740.59 14,542.62
Bed Bath & Beyond Inc Com	114.000	9,154.20 4,342.34
CSX Corp Com	399.000	11,479.23 2,848.07
Caterpillar Inc Com	97.000	8,808.57 8,596.48
Chevron Corporation	81.000	10,117.71 6,011.32
Cisco Sys Inc Com	306.000	6,863.58 5,756.45
Comerica Inc Com	215.000	10,221.10 7,716.99
Costco Whsl Corp New Com	81.000	9,640.62 3,062.84

Asset Description	Units	Market Value Cost
Disney Walt Co Com	119.000	9,091.60 3,927.00
E M C Corp Mass Com	335.000	8,425.25 4,662.70
Eastman Chem Co Com	51.000	4,115.70 4,012.46
Express Scripts Hldg Co Com	122.000	8,569.28 6,029.11
Natixis Gateway Fund Class Y #1986	2,122.917	61,543.36 54,622.65
Goldman Sachs Group Inc Com	64.000	11,344.64 6,462.60
Grainger W W Inc Com	38.000	9,705.96 7,984.41
Harding Loevner International Equity Portfolio Fund #201	1,399.872	25,239.69 21,252.62
Hess Corp Com	100.000	8,300.00 6,100.20
Home Depot Inc Com	112.000	9,222.08 3,731.12
International Business Machs Corp Com	44.000	8,253.08 1,101.06
J P Morgan Chase & Co Com	182.000	10,643.36 6,566.30
Jacobs Engr Group Inc Com	143.000	9,007.57 5,474.16
JPMorgan Research Market Neutral Fund Inst #1781	5,917.181	91,065.42 89,763.63
Mead Johnson Nutrition Co Com	133.000	11,140.08 10,033.17
Medtronic Inc Com	181.000	10,387.59 8,187.08
Microsoft Corp Com	203.000	7,594.23 6,775.98
Munder Midcap Core Growth Fund Class Y #32	979.329	42,111.15 23,796.84

Asset Description	Units	Market Value Cost
Mylan Inc Com	206.000	8,940.40 4,477.21
Nextera Energy Inc Com	62.000	5,308.44 2,914.71
Nuveen Real Estate Securities Fund Class I #6818	2,284.991	45,014.32 47,729.47
Nuveen Global Infrastructure Class I #6726	5,226.623	54,095.55 49,420.63
Oracle Corp Com	251.000	9,603.26 3,139.91
PNC Finl Svcs Group Inc Com	127.000	9,852.66 7,767.98
Philip Morris Intl Inc Com	130.000	11,326.90 5,334.50
Pimco Commodity Realreturn Strategy Fund Inst #45	6,783.093	37,239.18 57,570.98
Pioneer Nat Res Co Com	39.000	7,178.73 5,402.83
Praxair Inc Com	52.000	6,761.56 2,495.45
Procter & Gamble Co Com	134.000	10,908.94 8,490.15
Prudential Finl Inc Com	105.000	9,683.10 5,850.64
Qualcomm Inc Com	102.000	7,573.50 4,008.89
Southern Co Com	119.000	4,892.09 3,393.54
Starbucks Corp Com	101.000	7,917.39 2,716.68
Templeton Institutional Foreign Smaller Company Fund #458	3,412.183	74,931.54 57,882.81
Unitedhealth Group Inc Com	109.000	8,207.70 3,654.52
Valero Energy Corp New Com	261.000	13,154.40 10,247.98

<b>Asset Description</b>	<b>Units</b>	<b>Market Value Cost</b>
Vanguard Mid Cap Value Index Fund Adm #5835	1,011 807	41,787.63 31,204.14
Verizon Communications Inc Com	80.000	3,931.20 4,073.90
Virtus Emerging Markets Opportunity Fund Cl I #1736	5,639 102	53,853.42 56,254.51
<b>Total Equities</b>		<b>\$ 955,136.34</b> <b>\$ 766,108.34</b>

**Fixed Income**

Bmw Bk North Amer Utah CTF Dep 2.10% Dtd 12/01/2011 Due 12/01/2016 Non-Callable	20,000 000	20,467.80 20,459.20
Cisco Sys Inc Sr Nt 5.50% Dtd 02/22/2006 Due 02/22/2016 Callable	30,000.000	33,003.90 33,762.60
Clackamas Cnty Ore Sch Dist No GO Ref Bds 2012 B Taxable 1.59% Dtd 04/26/2012 Due 06/15/2017 Non-Callable	25,000.000	24,991.50 25,000.00
Eaton Vance Floating Rate Fund Class I #924	4,829.529	44,383.37 44,528.26
Eaton Vance Global Macro Absolute Return Fund Cl I #88	4,775.569	44,985.86 46,848.33
Federal Natl Mtg Assn 2.375% Dtd 03/04/2011 Due 04/11/2016 Non-Callable	20,000.000	20,844.80 20,031.92
Federal Natl Mtg Assn 1.625% Dtd 10/01/2013 Due 11/27/2018 Non-Callable	20,000.000	19,856.60 19,858.60
Federal Home Ln Mtg Corp 1.00% Dtd 01/30/2012 Due 03/08/2017 Non-Callable	20,000.000	20,032.60 20,099.80
Federal Natl Mtg Assn 2.375% Dtd 06/14/2010 Due 07/28/2015 Non-Callable	25,000.000	25,800.25 25,445.70
Federal Natl Mtg Assn 2.50% Dtd 05/15/2009 Due 05/15/2014	25,000.000	25,221.25 25,900.91

Asset Description	Units	Market Value Cost
Goldman Sachs Bk USA NY CD 1.10% Dtd 01/11/2012 Due 01/13/2014	20,000.000	20,002.40 20,048.80
Ivy High Income Fund Class I #475	7,301.592	63,085.75 61,958.92
Mb Finl Bk NA Chic. IL CTF Dep 3.15% Dtd 08/26/2009 Due 08/26/2015 Non-Callable	20,000.000	20,827.60 20,937.40
Microsoft Corp Nt 2.95% Dtd 05/18/2009 Due 06/01/2014 Non-Callable	35,000.000	35,367.15 36,806.70
Payden Emerging Markets Local Bond Fund Class IV #774	8,996.443	79,798.45 95,092.40
Procter & Gamble Co 1.80% Dtd 11/18/2010 Due 11/15/2015 Callable	30,000.000	30,693.30 29,278.20
<b>Total Fixed Income</b>		<b>\$ 529,362.58</b> <b>\$ 546,057.74</b>